

SUBSTITUTE TRUSTEE'S DEED

WHEREAS, on the 13th day of December, 1989, DAVID L. THOMPSON and wife, JORJI G. THOMPSON, executed a Deed of Trust to R. GRATTAN BROWN, JR. and CHARLES A. NEALE, as Trustees for the benefit of NATIONAL BANK OF COMMERCE, which Deed of Trust is of record in Real Estate Trust Deeds Book 496 at Page 159 in the Office of the Chancery Clerk of DeSoto County, Mississippi;

WHEREAS, the aforesaid Deed of Trust was modified as provided by that certain Modification and Extension Agreement dated February 13, 1991, and recorded in Real Estate Trust Deeds Book 534 at Page 405 of the records of Deeds of Trust in the Office of the Chancery Clerk of DeSoto County, Mississippi; and

WHEREAS, the aforesaid Deed of Trust was modified by that certain Note Modification Agreement dated March 15, 1993, and recorded in Real Estate Trust Deeds Book 756 at Page 5 of the records of Deeds of Trust in the Office of the Chancery Clerk of DeSoto County, Mississippi; and

WHEREAS, by instrument dated July 12, 1994, and recorded in Real Estate Trust Deeds Book 717 at Page 192 in the records of Deeds of Trust in the Office of the Chancery Clerk of DeSoto County, Mississippi, NATIONAL BANK OF COMMERCE appointed DUDLEY B. BRIDGFORTH as Substitute Trustee to act in the place and stead of the aforesaid original Trustees in the aforesaid Deed of Trust; and

WHEREAS, the aforesaid Deed of Trust was assigned by NATIONAL BANK OF COMMERCE to RIVER OIL COMPANY by instrument dated August 26, 1994, and recorded in Real Estate Trust Deeds Book 756 at Page 8 of the records of Deeds of Trust in the Office of the Chancery Clerk of DeSoto County, Mississippi; and

WHEREAS, RIVER OIL COMPANY substituted COLMON S. MITCHELL as Trustee in the place and stead of R. GRATTAN BROWN, JR. and CHARLES A. NEALE, the Trustees named in said Deed of Trust, and in the place and stead of DUDLEY B. BRIDGFORTH, the aforesaid appointed Substitute Trustee, by that certain Appointment of Substitute Trustee dated April 10, 1995, and recorded in Real Estate Trust Deeds Book 756 at Page 606 in the Office of the aforesaid Chancery Clerk; and

WHEREAS, on the 13th day of December, 1989, DAVID LEE THOMPSON and wife, JORJI G. THOMPSON (individually and doing business at DJ's Travel Mart), executed a certain Deed of Trust to BOYD L. RHODES, JR., Trustee for the benefit of RIVER OIL COMPANY, which Deed of Trust is of record in the Office of the Chancery Clerk of DeSoto County, Mississippi, in Real Estate Trust Deeds Book 503 at Page 28; and

WHEREAS, RIVER OIL COMPANY substituted COLMON S. MITCHELL as Trustee in the place and stead of BOYD L. RHODES, JR., the Trustee named in said Deed of Trust dated December 13, 1989, by that certain Appointment of Substitute Trustee dated March 31, 1995, and recorded in Real Estate Trust Deeds Book 756 at Page 15 in the Office of the aforesaid Chancery Clerk; and

WHEREAS, on the 13th day of February, 1991, DAVID LEE THOMPSON and wife, JORJI G. THOMPSON (individually and doing business as DJ's Travel Mart), executed a certain Deed of Trust to BOYD L. RHODES, JR. and JAMES E. BUCHANAN, Trustees for the benefit of RIVER OIL COMPANY, which Deed of Trust is of record in the Office of the Chancery Clerk of DeSoto County, Mississippi, in Real Estate Trust Deeds Book 534 at Page 499; and

WHEREAS, RIVER OIL COMPANY substituted COLMON S. MITCHELL as Trustee in the place and stead of BOYD L. RHODES, JR. and JAMES E. BUCHANAN, the Trustees named in said Deed of Trust dated February 13, 1991, by that certain Appointment of Substitute Trustee dated March 31, 1995, and

recorded in Real Estate Trust Deeds Book 756 at Page 11 in the office of the aforesaid Chancery Clerk; and

WHEREAS, on the 16th day of October, 1991, DAVID LEE THOMPSON and wife, JORJI G. THOMPSON (individually and doing business as DJ's Travel Mart), executed a certain Deed of Trust to BOYD L. RHODES, Trustee for the benefit of RIVER OIL COMPANY, which Deed of Trust is of record in the Office of the Chancery Clerk of DeSoto County, Mississippi, in Real Estate Trust Deeds Book 558 at Page 594; and

WHEREAS, RIVER OIL COMPANY substituted COLMON S. MITCHELL as Trustee in the place and stead of BOYD L. RHODES, the Trustee named in said Deed of Trust dated October 16, 1991, by that certain Appointment of Substitute Trustee dated March 31, 1995, and recorded in Real Estate Trust Deeds Book 756 at Page 19 in the office of the aforesaid Chancery Clerk; and

WHEREAS, on the 20th day of November, 1992, DAVID LEE THOMPSON and wife, JORJI G. THOMPSON (individually and doing business as D.J.'s Travel Mart), executed a certain Deed of Trust to BOYD L. RHODES, Trustee for the benefit of RIVER OIL COMPANY, which Deed of Trust is of record in the Office of the Chancery Clerk of DeSoto County, Mississippi, in Real Estate Trust Deeds Book 617 at Page 293; and

WHEREAS, RIVER OIL COMPANY substituted COLMON S. MITCHELL as Trustee in the place and stead of BOYD L. RHODES, the Trustee named in said Deed of Trust dated November 20, 1992, by that certain Appointment of Substitute Trustee dated March 31, 1995, and recorded in Real Estate Trust Deeds Book 756 at Page 17 in the Office of the aforesaid Chancery Clerk; and

WHEREAS, default was made in the payment of said indebtednesses, and the holder thereof declared the entire indebtednesses due and requested the Substituted Trustee to sell the said real property described in said Deeds of Trust as authorized therein; and

WHEREAS, after having advertised said sale and posted notice of said sale in all respects as required by the laws of the State of Mississippi, and by the terms of said Deeds of Trust, the undersigned did, between the hours of 11:00 o'clock a.m. and 4:00 o'clock p.m., on Friday, May 12, 1995, at the east front door of the DeSoto County Courthouse in the City of Hernando, Mississippi, offer said real property for sale at public auction to the highest bidder for cash in the manner required by law and by the terms of said Deeds of Trust; and

WHEREAS, at said time and place, the undersigned received from River Oil Company of Memphis, TN, a bid of \$ 800,000.⁰⁰, which was the highest bid for said real estate; and it was then and there declared to the purchaser thereof;

NOW, THEREFORE, in consideration of the sum of \$ 800,000.⁰⁰, this day paid in cash to the undersigned, the receipt of which being hereby acknowledged, the undersigned does hereby sell and convey unto the said River Oil Company of Memphis, TN, the following described real proeprty lying and being situated in DeSoto County, Mississippi, to-wit:

A 4.42 acre tract of land being located in Section 36, Township 1 South, Range 8 West, Horn Lake, DeSoto County, Mississippi, more particularly described as follows:

Beginning at a point in the Southerly line of Goodman Road 40.0 feet South and 841.50 feet West of the present centerline intersections of Goodman Road and Interstate Boulevard; thence North 90 degrees 00 minutes 00 seconds West 200.00 feet with the Southerly line of Goodman Road to an iron stake; thence South 00 degrees 00 minutes 00 seconds West 962.51 feet to an iron stake; thence North 90 degrees 00 minutes 00 seconds East 200.00 feet to an iron stake; thence North 00 degrees 00 minutes 00 seconds East 962.81 feet to the point of beginning containing 4.42 acres, more

or less, acres of land being subject to all codes, easements, and right-of-ways of record. As per survey of Ben W. Smith, R.L.S., dated January 20, 1988.

This the 12th day of May, 1995.

Colmon S. Mitchell
COLMON S. MITCHELL
Substituted Trustee

Grantor's Address:

P. O. Drawer 193
Batesville, MS 38506
Ph: (601) 563-4613

Grantee's Address:

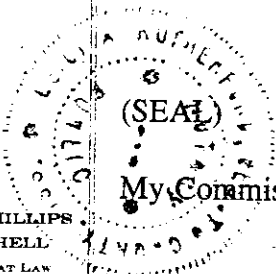
2750 Mt Moriah Parkway
Memphis, TN 38115-2663
Ph: (901) 365-2458

STATE OF MISSISSIPPI

COUNTY OF DESOTO

Personally appeared before me, the undersigned authority in and for the said County and State, on this 12th day of May, 1995, within my jurisdiction, the within named COLMON S. MITCHELL, who acknowledged that, in his capacity as Substituted Trustee as therein set forth, he executed the above and foregoing instrument.

Gina J. Gresham
NOTARY PUBLIC



My Commission Expires: 12-11-95

SMITH, PHILLIPS
& MITCHELL
ATTORNEYS AT LAW
103 BATES STREET
P. O. DRAWER 193
BATESVILLE, MS 38506
TELEPHONE (601) 563-4613

Index: Sect. 36, Twp 1 south Range 8 west
Cannot ascertain Quarter Section; index in all quarters



PROOF OF PUBLICATION

THE STATE OF MISSISSIPPI
COUNTY OF DESOTO

MELISSA PIERCE personally appeared before me the undersigned authority in and for said County and State and states on oath that she is the **CLERK** of the DeSoto Times, a newspaper published in the Town of Hernando, State and County aforesaid, and having a general circulation in said county, and that the publication of the notice, a copy of which is hereto attached, has been made in said paper 4 consecutive times, as follows, to-wit:

Volume No. 100 on the 20 day of April, 1995

Volume No. 100 on the 27 day of April, 1995

Volume No. 100 on the 4 day of May, 1995

Volume No. 100 on the 11 day of May, 1995

Volume No. _____ on the _____ day of _____, 19____

Melissa Pierce
(TITLE)

Sworn to and subscribed before me, this the

11 day of May, 1995

Barbara C. Burken

By Notary Public

NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE.
MY COMMISSION EXPIRES: Oct. 31, 1998.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

My commission expires

A. Single first insertion of 1220 words @ .08 \$ 97.60
B. 5 subsequent insertions of 3660 words @ .05 \$ 183.00
C. Making proof of publication and depositing to same \$ 1.00

TOTAL PUBLISHER'S FEE \$ 281.60

**SUBSTITUTED TRUSTEE'S NOTICE
OF SALE**

WHEREAS, on the 13th day of December, 1989, DAVID LEE THOMPSON and wife, JORJI G. THOMPSON, executed a Deed of Trust to R. GRATTAN BROWN, JR., and CHARLES A. NEALE, as Trustees for the benefit of NATIONAL BANK OF COMMERCE, which Deed of Trust is of record in Real Estate Trust Deeds Book 496 at Page 159 in the Office of the Chancery Clerk of DeSoto County, Mississippi;

WHEREAS, the aforesaid Deed of Trust was modified as provided by that certain Modification and Extension Agreement dated February 13, 1991, and recorded in Real Estate Trust Deeds Book 534 at Page 405 of the records of Deeds of Trust in the Office of the Chancery Clerk of DeSoto County, Mississippi; and

WHEREAS, the aforesaid Deed of Trust was modified by that certain Note Modification Agreement dated March 15, 1993, and recorded in Real Estate Trust Deeds Book 756 at Page 5 of the records of Deeds of Trust in the Office of the Chancery Clerk of DeSoto County, Mississippi; and

WHEREAS, by instrument dated July 12, 1994, and recorded in Real Estate Trust Deeds Book 717 at Page 192 in the records of Deeds of Trust in the Office of the Chancery Clerk of DeSoto County, Mississippi, NATIONAL BANK OF COMMERCE appointed DUDLEY B. BRIDGFORTH as Substitute Trustee to act in the place and stead of the aforesaid original Trustees in the aforesaid Deed of Trust; and

WHEREAS, the aforesaid Deed of Trust was assigned by NATIONAL BANK OF COMMERCE to RIVER OIL COMPANY by instrument dated August 26, 1994, and recorded in Real Estate Trust Deeds Book 756 at Page 8 of the records of Deeds of Trust in the Office of the Chancery Clerk of DeSoto County, Mississippi; and

WHEREAS, RIVER OIL COMPANY substituted COLMON S. MITCHELL as Trustee in the place and stead of R. GRATTAN BROWN, JR. and CHARLES A. NEALE, the Trustees named in said Deed of Trust, and in the place and stead of DUDLEY B. BRIDGFORTH, the aforesaid appointed Substitute Trustee, by that certain Appointment of Substitute Trustee dated April 10, 1995, and recorded in Real Estate Trust Deeds Book 756 at Page 606 in the Office of the aforesaid Chancery Clerk; and

WHEREAS, on the 13th day of December, 1989, DAVID LEE THOMPSON and wife, JORJI G. THOMPSON (individually and doing business as DJ's Travel Mart), executed a certain Deed of Trust to BOYD L. RHODES, JR., Trustee for the benefit of RIVER OIL COMPANY, which Deed of Trust is of record in the Office of the Chancery Clerk of DeSoto County, Mississippi, in Real Estate Trust Deeds Book 503 at Page 28; and

WHEREAS, RIVER OIL COMPANY substituted COLMON S. MITCHELL as Trustee in the place and stead of BOYD L. RHODES, JR., the Trustee named in said Deed of Trust dated December 13, 1989, by that certain Appointment of Substitute Trustee dated March 31, 1995, and recorded in Real Estate Trust Deeds Book 756 at Page 15 in the Office of the aforesaid Chancery Clerk; and

WHEREAS, on the 13th day of February, 1991, DAVID LEE THOMPSON and wife, JORJI G. THOMPSON (individually and doing business as DJ's Travel Mart), executed a certain Deed of Trust to BOYD L. RHODES, JR. and JAMES E. BUCHANAN, Trustees for the benefit of RIVER OIL COMPANY, which Deed of Trust is of record in the Office of the Chancery Clerk of DeSoto County, Mississippi, in Real Estate Trust Deeds Book 534 at Page 499; and

WHEREAS, RIVER OIL COMPANY substituted COLMON S. MITCHELL as Trustee in the place and stead of BOYD L. RHODES, JR. and JAMES E. BUCHANAN, the Trustees named in said Deed of Trust dated February 13, 1991, by that certain Appointment of Substitute Trustee dated March 31, 1995, and recorded in Real Estate Trust Deeds Book 756 at Page 11 in the Office of the aforesaid Chancery Clerk; and

WHEREAS, on the 18th day of October, 1991, DAVID LEE THOMPSON and wife, JORJI G. THOMPSON (individually and doing business as DJ's Travel Mart), executed a certain Deed of Trust to BOYD L. RHODES, Trustee for the benefit of RIVER OIL COMPANY, which Deed of Trust is of record in the Office of the Chancery Clerk of DeSoto County, Mississippi, in Real Estate Trust Deeds Book 558 at Page 594; and

WHEREAS, RIVER OIL COMPANY substituted COLMON S. MITCHELL as Trustee in the place and stead of BOYD L. RHODES, the Trustee named in said Deed of Trust dated October 18, 1991, by that certain Appointment of Substitute Trustee dated March 31, 1995, and recorded in Real Estate Trust Deeds Book 756 at Page 19 in the Office of the aforesaid Chancery Clerk; and

WHEREAS, on the 20th day of November, 1992, DAVID LEE THOMPSON and wife, JORJI G. THOMPSON (individually and doing business as DJ's Travel Mart), executed a certain Deed of Trust to BOYD L. RHODES, Trustee for the benefit of RIVER OIL COMPANY, which Deed of Trust is of record in the Office of the Chancery Clerk of DeSoto County, Mississippi, in Real Estate Trust Deeds Book 617 at Page 293; and

WHEREAS, RIVER OIL COMPANY substituted COLMON S. MITCHELL as Trustee in the place and stead of BOYD L. RHODES, the Trustee named in said Deed of Trust dated November 20, 1992, by that certain Appointment of Substitute Trustee dated March 31, 1995, and recorded in Real Estate Trust Deeds Book 756 at Page 17 in the Office of the aforesaid Chancery Clerk; and

WHEREAS, default having been made in the terms and conditions of each of the aforesaid Deeds of Trust and the entire debt secured by each of said Deeds of Trust having been declared to be due and payable in accordance with the terms and conditions of each of said Deeds of Trust, and RIVER OIL COMPANY, the legal holder of said indebtedness having requested the undersigned Substituted Trustee to execute the trust and sell the real property described in and encumbered by the aforesaid Deeds of Trust in accordance with the terms of each of the aforesaid Deeds of Trust for the purpose of raising sums due thereunder, together with attorney's fees, Substituted Trustee's fees and expenses of sale.

NOW, THEREFORE, the undersigned Substituted Trustee, will during legal hours (being between the hours of 11:00 o'clock a.m. and 4:00 o'clock p.m.) on the 12th day of May, 1995, at the east front door of the County Courthouse of DeSoto County, Mississippi, at Hernando, Mississippi, offer for sale and sell at public auction to the highest bidder for cash, the following described real property lying and being situated in DeSoto County, Mississippi, to-wit:

A 4.42 acre tract of land being located in Section 36, Township 1 South, Range 8 West, Horn Lake, DeSoto County, Mississippi, more particularly described as follows: Beginning at a point in the Southerly line of Goodman Road 40.0 feet South and 841.50 feet West of the present centerline intersections of Goodman Road and Interstate Boulevard; thence North 90 degrees 00 minutes 00 seconds West 200.00 feet with the Southerly line of Goodman Road to an iron stake; thence South 00 degrees 00 minutes 00 seconds West 962.51 feet to an iron stake; thence North 90 degrees 00 minutes 00 seconds East 200.00 feet to an iron stake; thence North 00 degrees 00 minutes 00 seconds East 962.81 feet to the point of beginning containing 4.42 acres, more or less, acres of land being subject to all codes, easements and right-of-ways of record. As per survey of Ben W. Smith, R.L.S., dated January 20, 1988.

The undersigned will convey only such title as is vested in me as Substituted Trustee.

WITNESS MY SIGNATURE, this the 17th day of April, 1995.

COLMON S. MITCHELL
Substituted Trustee
April 20, 27, May 4, 11, 1995 12:30